



## AGENDA

FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS ("EGM")  
ALSO FOR THE MEETING OF HOLDERS OF SHARE CLASS A AND FOR THE MEETING OF HOLDERS OF SHARE CLASS B OF  
LAVIDE HOLDING N.V. ("LAVIDE" OR THE "COMPANY")  
to be held on MONDAY 15 SEPTEMBER 2025.

Location: The Office Operators, WTC Luchthaven Schiphol, Schiphol Boulevard 127  
(E-toren - 3rd floor)  
1118 BG Schiphol, the Netherlands

Start time: 3:00 p.m.

1. Opening of the meeting by the chair.
2. Announcements
3. Appointment of the external auditor to audit the 2025 financial statements (*voting item*).
4. Explanation by the Company's Board of Directors (the "Board of Directors") of the Company's amended business plan (*discussion item*).
5. Proposal to approve the resolution of the Board of Directors concerning a significant change in the identity or character of the Company or the business, in accordance with Article 17.7 of the Company's Articles of Association (the "Articles of Association") (*voting item*).
6. Proposal for the first amendment to the Articles of Association and authorisation to execute the deed of amendment to the Articles of Association (*voting item*).
7. Proposal for a second amendment to the Articles of Association, as well as authorisation to execute (or have executed) the deed of amendment to the Articles of Association (*voting point*).
8. Proposal for a third amendment to the Articles of Association, as well as authorisation to execute (or have executed) the deed of amendment to the Articles of Association (*voting point*).
9. Authorisations to the Board of Directors:
  - (a) Proposal to designate the Board of Directors as the body authorised to decide on the issue of shares in the capital of the Company ("Shares"), as well as to grant rights to subscribe for Shares, which proposal is submitted to:
    - i. the general meeting of shareholders, in accordance with Article 5.1 of the Articles of Association (*voting point*);
    - ii. the meeting of holders of Shares A, in accordance with Article 5.4 of the Articles of Association (*voting point*);
    - iii. the meeting of holders of Shares B, in accordance with Article 5.4 of the Articles of Association (*voting point*);
  - (b) Proposal to designate the Board of Directors, in accordance with Article 7.5 of the Articles of Association, as the body authorised to decide to restrict or exclude the statutory pre-emptive rights of the holders of Shares A and the holders of Shares B (*voting point*).
  - (c) Proposal to authorise the Board of Directors, in accordance with Article 8.1 of the Articles of Association, to acquire fully paid-up shares for consideration (*voting point*).
10. Increase in the fixed remuneration of the members of the Company's Supervisory Board (the "Supervisory Board") to EUR 25,000 per year and EUR 30,000 per year for the Chairman of the Supervisory Board in accordance with Article 22.5 of the Articles of Association (*voting point*).
11. Any other business.
12. Closing of the meeting.

## EXPLANATION OF THE AGENDA

### 3. Appointment of the external auditor

On the recommendation of the Board of Directors, and as further agreed at the meeting of the Supervisory Board, EY Accountants B.V. Boompjes 258 (3011XZ) Rotterdam, registered in the register of the Netherlands Authority for the Financial Markets under number 13020186, is prepared to accept an assignment from Lavide to audit the financial statements to be prepared by the Board of Directors for the financial year 2025.

The Extraordinary General Meeting of Shareholders is therefore requested to instruct EY Accountants B.V., pursuant to the provisions of Article 30.1 of Lavide's Articles of Association, to audit the financial statements to be prepared by the Board of Directors for the financial year 2025.

### 4. Explanation by the Board of Directors of the Company's amended business plan

This EGM focuses on the further development of Lavide's business plan and the company. Based on the new business plans, the general meeting is requested to take certain decisions that support the future development of the company. This includes, among other things, a significant increase in the share capital in two steps and the use of the financing to be raised to realise the business activities.

The first step will be an issue of B Shares by private placement. The second step concerns the placement of new A Shares, which will be listed on Euronext Amsterdam. The placement and issue of the A Shares will take place after the Company has published an issue prospectus approved by the Netherlands Authority for the Financial Markets (AFM) and agreement has been reached with Euronext Amsterdam on the proposed issue of the new A Shares for inclusion in the listing. Furthermore, as part of the second placement, a partial or full conversion of issued B Shares into A Shares will take place. Finally, the intention is to formalise the promised grant of call options to certain shareholders who have provided the working capital financing.

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The Board of Directors will provide detailed information on Lavide's new business plan at the EGM. A written version of this new business plan will be published on Lavide's website.

### 5. Proposal for approval of the decision of the Board of Directors regarding a significant change in the identity or character of the Company or the business, in accordance with Article 17.7 of the Articles of Association

The new activities of the Company as set out in the business plan presented constitute a significant change to the company within the meaning of Article 17.7 of the Articles of Association. Such a significant change requires the approval of the general meeting. The significant change can be explained by referring to a number of aspects.

It is evident that the relative absence of business activities of the Company to date will change. The Company's business will be activated and will develop significant business activities in the future. This will lead to significant growth in turnover, the expansion of the company, a significant change in the company's cash flows and, ultimately, a substantial change in the balance sheet and profit and loss account.

The planned expansion of activities and the proposed new investments by the Company will result in a significant increase in share capital. The Board of Directors aims to build the company with minimal dependence on external debt financing. This means that the company's balance sheet ratios will be composed on the basis of conservative principles, with the ratio between equity and debt being carefully balanced.

In addition, the Board of Directors intends to position the share as a long-term constant dividend-paying share, which will be a key feature of the traded Shares. Value growth is a secondary objective.

In the context of the proposed change in activities, the second amendment to the Articles of Association (as explained in more detail under agenda item 7 below) will also include a change to Lavide's registered name. This aspect can also be regarded as a significant change to the company.

These various aspects make it clear that a significant change in the identity and character of the company will take place. The Board of Directors considers it necessary to inform the general meeting of this and to request its approval.

#### **6. Proposal for the first amendment to the Articles of Association and authorisation to execute (or have executed) the deed of amendment to the Articles of Association**

The draft notarial deed for the first amendment to the Articles of Association is attached to this agenda as a meeting document. In this first amendment to the Articles of Association, the Company's authorised capital, as stated in Article 3.1 of the draft Articles of Association, will be increased to a total amount of EUR 30,000,000, consisting of 12,000,000 A Shares and 48,000,000 (convertible) B Shares, in order to facilitate the private placement of B Shares.

In addition, the first amendment to the Articles of Association will change the division of the authorised capital into A Shares, B Shares and preference shares by removing the option to issue preference shares. This amendment will simplify the Articles of Association, partly in view of the Board of Directors's policy not to issue preference shares in the future. No preference shares have been issued at present, which means that no further measures need to be taken with regard to the withdrawal of preference shares.

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The first amendment to the Articles of Association, and thus the increase in the authorised capital, will take place simultaneously with the issue of B Shares, which will be issued subject to the condition precedent of the execution of the notarial deed of the first amendment to the Articles of Association.

The proposed first amendment to the Articles of Association also includes a power of attorney for any notary (and assistant notary), candidate notary and notarial assistant of Civillence B.V. to execute the notarial deed of the first amendment to the Articles of Association.

#### **7. Proposal for a second amendment to the Articles of Association and authorisation to execute (or have executed) the deed of amendment to the Articles of Association**

The draft notarial deed for the second amendment to the Articles of Association is attached to this agenda as a meeting document. In this amendment to the Articles of Association, the statutory name of the Company will be changed to "Triple Finance Group N.V.", as included in Article 1.1 of the draft Articles of Association, which name will also be used as the Company's trade name together with the acronym "3FG" to announce the start of a new chapter in the Company's existence. The new statutory name and trade name Triple Finance Group N.V. and the trade name 3FG more clearly reflect the future activities of the Company and also provide a suitable opportunity to distance itself from its turbulent past.

In addition, the second amendment to the Articles of Association revises the Company's object in Article 2 of the Articles of Association in order to better align the general and broad objective from the past with the nature and scope of the new activities.

The second amendment to the Articles of Association also amends a number of provisions to bring the Articles of Association into line with current views on good corporate governance, as set out in the Corporate Governance Code 2025, among other things. These amendments concern the following points:

- (i) In Article 17.2, it is added that the members of the Board of Directors may, whether or not by regulation, divide their duties among themselves, always with the approval of the Supervisory Board;
- (ii) In Article 18.2 of the Articles of Association, it is added that the members of the Board of Directors may also be suspended at any time by the Supervisory Board;
- (iii) Article 19 of the Articles of Association stipulates that the general meeting determines the Company's remuneration policy and that the Supervisory Board determines the remuneration of the individual members of the Board of Directors in accordance with the remuneration policy;
- (iv) A new paragraph 3 is added to Article 22a of the Articles of Association, stipulating that the members of the Supervisory Board may be suspended and dismissed by the general meeting at any time;
- (v) The order of Articles 35 and 36 of the Articles of Association is reversed to clarify the order of the subjects dealt with in those articles (first the entitlement to the liquidation balance and then the indemnification arrangement for the members of the Board of Directors and the Supervisory Board).

Finally, the second amendment to the Articles of Association will add to Article 25.1 of the Articles of Association that general meetings may also be held in the municipality where the Company's registered office is located as recorded in the trade register of the Chamber of Commerce.

The second amendment to the Articles of Association will take place on or as soon as possible after the date of approval of the prospectus by the Netherlands Authority for the Financial Markets (AFM).

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The proposed second amendment to the Articles of Association also includes a power of attorney for every civil-law notary (and additional civil-law notary), candidate civil-law notary and notarial assistant of Civillence B.V. to execute the notarial deed of the second amendment to the Articles of Association.

#### **8. Proposal for a third amendment to the Articles of Association and authorisation to execute the deed of amendment to the Articles of Association**

The draft notarial deed for the third amendment to the Articles of Association is attached to this agenda as a meeting document. In this third amendment to the Articles of Association, the Company's authorised capital, as stated in Article 3.1 of the draft Articles of Association, will be increased to a total amount of EUR 130,000,000, consisting of 208,000,000 A Shares and 52,000,000 (convertible) B Shares in order to facilitate the issue of listed A Shares. The Board of Directors considers this distribution of the authorised capital to be appropriate in view of the aim of limiting the issue of unlisted Shares to a minimum. For reasons of company law, the authorised capital cannot be increased to EUR 130,000,000 upon the first amendment to the Articles of Association on , but an intermediate step to an authorised capital of EUR 30,000,000 is necessary in the first amendment to the Articles of Association.

The third amendment to the articles of association, and with it the increase in the authorised capital, will take place simultaneously with the issue of A Shares, which will take place subject to the condition precedent of the execution of the notarial deed of the third amendment to the articles of association. As part of the aforementioned issue of A Shares, a partial or total conversion of issued Shares B into A Shares will take place.

The proposed third amendment to the articles of association also includes a power of attorney for every notary (and assistant notary), candidate notary and notarial assistant of Civile B.V. to execute the notarial deed of the third amendment to the articles of association.

**Please note:** To provide insight into the consequences of the three amendments to the Articles of Association, a continuous text of the Articles of Association after the three amendments have been incorporated will be sent with the agenda for information purposes, as well as a COMPARE document showing the amendments by means of deletions and additions to the text.

## **9. Authorisations to the Board of Directors**

### **9a. Proposal to designate the Board of Directors, in accordance with Article 5.1 of the Articles of Association, as the body authorised to decide on the issue of Shares and the granting of rights to subscribe for Shares**

In the context of financing the Company's new business activities, in accordance with the principles of the business plan and as included under agenda item 4, a further increase in the share capital will be necessary. For practical reasons, it is desirable that the general meeting designate the Board of Directors as the competent body to decide on the issue of Shares and the granting of rights to subscribe for Shares, in accordance with Article 5.1 of the Articles of Association, subject to the following conditions:

- (a) the issue shall be made at a par value;
- (b) the maximum number of A Shares and/or Shares B to be issued in the Company's issued capital is 260,000,000;
- (c) the Company's authorised capital must be sufficient for the issue; and
- (d) the delegation shall be valid for a period of 18 months after the date of the EGM.

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#### **(i) designation by the general meeting, in accordance with Article 5.1 of the Articles of Association**

In accordance with Article 5.1 of the Articles of Association, the general meeting is authorised to designate the Board of Directors as the body authorised to issue Shares and to grant rights to subscribe for Shares. The designation shall be made under the conditions set out in agenda item 9a.

#### **(ii) approval by the meeting of holders of A Shares, in accordance with Article 5.4 of the Articles of Association**

In accordance with Article 5.4 of the Articles of Association, the meeting of holders of A Shares must approve the resolution of the general meeting appointing the Board of Directors as the body authorised to issue Shares and grant rights to subscribe for Shares.

#### **(iii) approval by the meeting of holders of B Shares, in accordance with Article 5.4 of the Articles of Association**

In accordance with Article 5.4 of the Articles of Association, the meeting of holders of B Shares must approve the resolution of the general meeting appointing the Board of Directors as the body authorised to issue Shares and grant rights to subscribe for Shares.

### **9b. Proposal to designate the Board of Directors, in accordance with Article 7.5 of the Articles of Association, as the body authorised to decide to restrict or exclude the statutory pre-emptive rights of the holders of A Shares and the holders of B Shares**

In the context of the proposed issue of Shares and the designation of the Board of Directors as the competent body authorised to decide on the issue of Shares and the granting of rights to subscribe for Shares, the Board of Directors must have the power to restrict or exclude the statutory pre-emptive rights

of existing shareholders. The general meeting is therefore requested, in accordance with Article 7.5 of the Articles of Association, to resolve to designate the Board of Directors as the body authorised to decide to restrict and exclude the statutory pre-emptive rights of holders of Shares A and holders of Shares B, until the maximum amount of the share capital has been reached, for a period of 18 months after the date of the EGM.

**9c. Proposal to authorise the Board of Directors, in accordance with Article 8.1 of the Articles of Association, to acquire fully paid-up shares for valuable consideration.**

In order to create sufficient flexibility in the regulation of the total outstanding issued capital, also with a view to protecting the interests of the shareholders if the acquisition of Shares leads to a reduction in the issued capital and an increase in the share of existing shareholders in the distribution of future dividends, the Board of Directors must be authorised to acquire fully paid-up Shares. The general meeting is therefore requested, in accordance with Article 8.1 of the Articles of Association, to authorise the Board of Directors to acquire fully paid-up Shares for consideration for a period of 18 months after the date of the EGM. The conditions under which the Company may acquire Shares are as follows:

- (a) the maximum number of fully paid-up Shares that may be acquired is equal to 10% of the total number of outstanding Shares on the date on which the acquisition decision is taken;
- (b) the fully paid-up Shares may be acquired through the stock market or otherwise; and
- (c) the price for the acquisition of the fully paid-up Shares, excluding costs, may not be lower than the nominal value of those fully paid-up Shares and may not exceed an amount equal to 110% of the stock exchange price of the Shares on Euronext Amsterdam, whereby the stock exchange price is the average of the highest price on each of the five trading days prior to the date of acquisition, as stated in the Official Price List of Euronext Amsterdam.

**10. Increase in the fixed remuneration of the members of the Supervisory Board to EUR 25,000 per year and EUR 30,000 per year for the chair of the Supervisory Board in accordance with Article 22.5 of the Articles of Association**

Based on the contracts of engagement concluded with the members of the Supervisory Board in 2023 and 2025, respectively, a fixed remuneration of EUR 12,500 per year for the members of the Supervisory Board has been agreed in accordance with the remuneration policy adopted by the general meeting. This fixed remuneration was based on the situation in which the Company found itself in the years 2023 to 2024, when business activities were limited and focused to a significant extent on managing the risk of the Company losing its stock exchange listing.

With the planned launch of the new business plan and the associated additional work of the Supervisory Board, a higher and market-based fixed remuneration is also appropriate. For this reason, it is proposed to the general meeting to increase this fixed remuneration to EUR 25,000 per year for members of the Supervisory Board (other than the chairman of the Supervisory Board) and EUR 30,000 per year for the President of the Supervisory Board.

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